

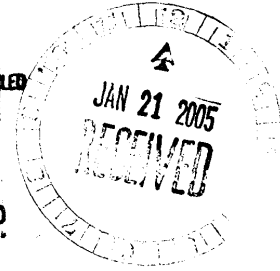


CORPORATION SERVICE COMPANY

RECORDATION NO. 25422 FILED

JAN 21 '05 3-11 PM

SURFACE TRANSPORTATION BOARD



January 20, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

Dear Barbara,

141149-1

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of November 3, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **KRAFT FOODS GLOBAL**
2221 Front Street PO Box 2208 Toledo, OH 43603

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **KRAFT FOODS GLOBAL**, covering 15 hopper cars with reporting marks and numbers — CEFX 15414 – TCMX 152649 - NOT INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$32.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 3rd day of November, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and KRAFT FOODS GLOBAL, a Virginia corporation, with an address at 2221 Front Street, P.O. Box 2208, Toledo, OH 43603 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of November 3rd 2004 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph F. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

KRAFT FOODS GLOBAL

By: Marc A Curtis
Name: Marc A Curtis
Title: Dist Manager

Schedule A

Number of Cars		Equipment Description
15		4,750 C.F. covered hopper car with gravity gates and trough hatches
1	CEFX	15414
2	CEFX	15452
3	CEFX	15454
4	CEFX	15458
5	CEFX	15652
6	CEFX	15680
7	CEFX	15720
8	CEFX	15751
9	CEFX	151264
10	CEFX	151276
11	CEFX	151297
12	CEFX	151322
13	CEFX	151333
14	CEFX	151392
15	TCMX	152649